



National Aeronautics and  
Space Administration

**John C. Stennis Space Center**  
Stennis Space Center, MS  
39529-6000

**SPD 5150.5 Rev. C**  
**October 2004**

## **COMPLIANCE IS MANDATORY**

### **John C. Stennis Space Center Industry Presentations and Related Nondisclosure Agreements**

Stennis Policy Directive	SPD 5150.5	C
	<i>Number</i>	<i>Rev.</i>
	Effective Date: October 25, 2004	
	Expiration Date: May 10, 2007	
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Responsible Office: Acquisition Management Office		
SUBJECT: Industry Presentations and Related Nondisclosure Agreements		

## Document History Log

Status/Change/ Revision	Change Date	Originator/Phone	Description
Revision A	12/11/96	Rebecca Dubuisson, 81636	Revision
Revision B	05/10/02	David Keith, 83562	Reviewed at expiration and revised for reissuance. Added new paragraph 5b. Changed titles from Division Chiefs/Office Managers to Division Directors/Office Managers and Chief/Manager to Director/Manager. Attachments 1 and 2 changed to A and B.
Revision C	10/18/2004	Acquisition Management Office	Revalidated per NASA rules review.

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## 1. POLICY

This directive establishes the SSC policy governing contact with industry representatives and responsibilities applicable to nondisclosure agreements associated with briefings and presentations by those representatives.

## 2. APPLICABILITY

This directive is applicable to the NASA Stennis Space Center.

## 3. AUTHORITY

42 U.S.C 2473(c)(1), Section 203(c)(1), of the National Aeronautics and Space Act of 1958, as amended.

## 4. REFERENCES

- a. "Standards of Ethical Conduct for Employees of the Executive Branch." (NOTE: Includes guidance for relationships with industry representatives both on and off duty).
- b. 18 U.S.C. 1905, "Trade Secrets Act."

## 5. RESPONSIBILITY

- a. Fair and uniform treatment will be given to industry representatives visiting SSC sites or otherwise contacting SSC employees. If a meeting is granted to a representative of an industrial firm in a specific field, equal opportunity will be given to other representatives in the same field, as requested.
- b. The SSC Small Business Specialist will function as the central point of coordination within SSC for industry representatives desiring to acquaint SSC scientific, technical, engineering, and other personnel with their specific capabilities, facilities, products, or services.
- c. SSC personnel engaged in technical discussions with industry representatives will not participate in any discussion that may lead to an assumption on the part of the industry representative that a commitment or obligation on behalf of the Government has been made. Neither will advance information be disseminated to industry representatives, except as released through official channels, i.e., Public Affairs Office, or Contracting Officer.
- d. When the disclosure of confidential or trade secret information is involved, the industrial organization normally requests that SSC execute a "Nondisclosure Agreement." It is SSC policy

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that such an agreement will be entered into only after a determination has been made by the cognizant Division Directors/Office Managers that a programmatic need and benefit is to be derived from the contemplated disclosure of confidential or trade secret information. When a nondisclosure agreement is required, the director/manager will forward to the Office of Chief Counsel a copy of his/her "Determination to Enter into a Nondisclosure Agreement," in the format shown by Attachment A, for concurrence.

e. Only those personnel having delegated authority (i.e., contracting officers) will execute nondisclosure agreements such as the format provided by Attachment B.

f. It is recognized that numerous meetings are required in the conduct of normal business relative to specific established contracts and that meetings will be required concerning proposed contracts. Such meetings do not require application of provisions of this directive. However, should a contractor representative attempt to expand such meetings beyond that realm, the SSC personnel who are present must advise the contractor representative of the coordination required by this directive.

## 6. MEASUREMENTS

Not Applicable.

## 7. CANCELLATION

SPD 5150.5A, dated December 12, 2001.

*Signature on file*

*T. Q Donaldson V, RDML USN (Ret)*  
Director

Attachments:

- A. Format for Determination to Enter Into a Nondisclosure Agreement.
- B. Format for Nondisclosure Agreement

## DISTRIBUTION

Approved for public release via NODIS; distribution is unlimited

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## ATTACHMENT A

### DETERMINATION TO ENTER INTO A NONDISCLOSURE AGREEMENT

TITLE FOR SUBJECT MATTER TO BE DISCLOSED: \_\_\_\_\_

DISCLOSING PARTY (COMPANY): \_\_\_\_\_

The possession by NASA of industry confidential or trade secret information imposes a practical burden on the Government to properly safeguard such information and a potential legal liability for claims of misuse. SSC has a policy of limiting the acquisition of such information only to those instances where a programmatic need is established.

Acknowledging the Center's responsibilities with respect to such information, I have nevertheless determined that there is a programmatic need for, and benefit to be derived from, the contemplated disclosure. Accordingly, it is determined that an appropriate Nondisclosure Agreement be entered into.

A brief description of the subject matter and SSC's intended use of the information is as follows:

SIGNATURE:

CONCUR:

\*

\_\_\_\_\_  
Director/Manager

\_\_\_\_\_  
Office of Chief Counsel

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## ATTACHMENT B

### EXAMPLE OF FORMAT FOR A NONDISCLOSURE AGREEMENT

In consideration of the proposed disclosure to appropriate NASA personnel of certain technical data which the Disclosing Party considers to contain trade secrets, such data described as the following: \*

\_\_\_\_\_

\_\_\_\_\_

SSC agrees to restrict its use to the following purposes: \*

\_\_\_\_\_

\_\_\_\_\_

and to use its best efforts to protect such data from an unauthorized use of disclosure to any unauthorized party. The Disclosing Party shall affix the following legend to such data which is in written form:

“This data contains trade secrets of \_\_\_\_\_ (Disclosing Party) and is submitted in confidence to NASA. It may not be used or disclosed to others, except under the terms of the Nondisclosure Agreement dated \_\_\_\_\_.”

Any disclosure not in written form, (i.e., information orally or visually disclosed) which is intended to be subject to this agreement must promptly be reduced to writing by the disclosing party with copies thereof bearing the above authorized legend furnished to each individual to whom the original unwritten disclosure was made.

This obligation shall not apply to any data;

Which is or becomes publicly available (other than by a breach of this agreement); or  
 Which was known to the Government at the time of disclosure; or  
 Which becomes known to the Government from an independent source (without breach of any agreement to the contrary by the Government); or  
 Which is disclosed with the written approval of the Disclosing Party; or  
 Which was developed independently by the Government; or  
 Which is required by law to be disclosed; or  
 Which is related to any subsequent contract entered into between the Government and the Disclosing Party, in which case the terms and conditions of that contract shall apply; or

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8. After \_\_\_\_\_ years from the signature date of the last party to sign this agreement.

\_\_\_\_\_  
(Name of Disclosing Party)

BY: \_\_\_\_\_

BY: \_\_\_\_\_  
(Contracting Officer)

TITLE: \_\_\_\_\_

TITLE: Contracting Officer

DATE: \_\_\_\_\_

DATE: \_\_\_\_\_

\*May be incorporated by attachment.